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Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors	)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	
)	

**SUPPLEMENT TO THIRD INTERIM AND FINAL APPLICATION OF CROWELL &
MORING LLP FOR COMPENSATION AND REIMBURSEMENT PURSUANT TO
11 U.S.C. §§ 330 AND 331 AS ATTORNEYS FOR DEBTORS IN POSSESSION
FOR THE PERIOD SEPTEMBER 14, 2009 THROUGH JULY 29, 2010**

Crowell & Moring LLP (“C&M”), attorneys for Easy Street Partners, LLC (“Partners” or “Debtor”), as well as Easy Street Mezzanine, LLC (“Mezzanine”), and Easy Street Holding, LLC (“Holding”) pursuant to 11 U.S.C. §§ 330 and 331, Federal Rule of Bankruptcy Procedure 2016,

and the Fee Guidelines of the United States Trustee, hereby submits this supplement to its third interim and final fee application (the “Supplement”).

I. INTRODUCTION

A. Fee Application Background

1. On July 15, 2009, C&M filed its third interim and final application for compensation and reimbursement of expenses for the period September 14, 2009 through July 29, 2010 (the “Application”)¹. In the Application, C&M previously applied to this Court for:

a. Approval of an interim award in the amount of \$339,660.00 for services rendered and \$15,719.22 for reimbursement of expenses incurred during the period May 1, 2010 through July 9, 2010 (the “Third Application Period”).

b. Final allowance of all fees for services rendered in the amount of \$1,473,562.50 and reimbursement of expenses in the amount of \$64,076.11 for the period September 14, 2009 through July 29, 2010 (the “Entire Case Period”), including estimated fees in the amount of \$10,000 and expenses in the amount of \$100 for the period July 10, 2010 through July 29, 2010 (the “Post Application Period”).

2. The fee request did not include any fees and expenses related to traveling to Utah for the hearing on the Application, if required, nor any fees for services requested by WestLB to facilitate it in analyzing the BayNorth Adversary Proceeding and expenses incurred during the Third Application Period but paid during The Post Application Period.

¹ All defined terms used herein shall have the same meaning of those terms ascribed in the Application.

3. In the Application, C&M advised the Court that it would be submitting this Supplement to provide the Court with the additional detail regarding the actual amount of fees and expenses incurred by C&M during the Post Application Period.

4. The services rendered to Partners during the Post Application Period exceeded the estimate provided in the Application. As set forth in more detail below, the amount sought for the Post Application Period is \$46,965.00 for fees and \$4,306.13 for expenses.

5. As a result of the services rendered and expenses incurred and/or paid during the Post Application Period, C&M seeks a total of \$1,510,527.50 for fees and \$68,282.24 for reimbursement of expenses, for a total of \$1,578,809.74 for the Entire Case Period.

B. Updated Payment Information

6. During the Post Application Period, C&M received two additional payments pursuant to the Order Approving Motion and Establishing Monthly Fee reimbursement Procedures, entered on December 15, 2009.

7. On July 16, 2010, C&M received a total of \$88,891.39 on account of fees and expenses for April 2010 allocated as follows: \$82,501.05 for fees and \$6,390.34 for reimbursement of expenses.

8. On July 27, 2010, C&M received an additional \$93,485.74 on account of fees and expenses for May 2010 allocated as follows: \$88,089.45 for fees and \$5,396.29 for reimbursements of expenses.

9. Thus, as of July 28, 2010, the unpaid fees and expenses to C&M is as follows:

	UNPAID FEES	UNPAID EXPENSES	TOTAL
First Application Period	\$184,633.00	\$4,614.59	\$189,247.59
Second Application Period	\$245,564.26 ²	\$181.30 ³	\$245,745.56
Third Application Period	\$251,570.55 ⁴	\$10,322.93 ⁵	\$261,893.48
Post Application Period	\$46,965.00	\$4,306.13	\$51,271.13
TOTAL:	\$728,732.81	\$19,424.95	\$748,157.76

10. All services performed and expenses incurred for which compensation or reimbursement is sought were performed or incurred for and on behalf of the estate and not for any other person or entity.

11. C&M has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the members and employees of the firm.

12. C&M has not made any agreements with the Debtors or others for compensation or reimbursement relating to this case which have not been disclosed to the Court.

II. THE POST APPLICATION PERIOD

A. Services Performed on Behalf of the Estate

13. During the Post Application Period, C&M rendered services to the estate for which it seeks compensation in the total amount of \$46,965.00. Such services are detailed in

² As of the filing of the Application, unpaid fees were in the amount of \$328,065.31. After applying \$82,501.05 of the \$88,891.39 April fee payment, the new balance for unpaid fees for the Second Application Period is \$245,564.26.

³ As of the filing of the Application, unpaid expenses were in the amount \$6,571.64. After applying \$6,390.34 of the \$88,564.26 April payment, the new balance for unpaid expenses for the Second Application Period is \$181.30.

⁴ As of the filing of the Application, unpaid fees were in the amount of \$339,660. After applying \$88,089.45 of the \$93,485.74 May fee payment, the new balance for unpaid fees for the Third Application Period is \$251,570.55.

⁵ As of the filing of the Application, unpaid expenses were in the amount \$15,719.22. After applying the \$5,396.29 of the

the invoices broken down by the same project categories as the Application and are attached hereto as Exhibit 4.

14. The totals of the fees sought in this Supplement for services rendered during the Post Application Period in the various project categories are as follows:

MATTER NO.	MATTER NAME	AMOUNT
0000003	Case Administration	\$480.00
0000004	Claims Administration	\$806.00
0000009	BayNorth Litigation	\$17,898.00
0000012	Reorganization Plan/Disclosure Statement	\$5,719.00
0000014	Retention/Fee Matters	\$21,707.00
0000020	Corporate Issues	\$355.00
	TOTAL:	\$46,965.00

B. Summary of Services in Each Project Category

15. A summary of the nature of each project category, a table indicating the names, billing rates, hours spent, and total amounts billed during the Post Application Period as to each C&M professional and paraprofessional in each project category, and a synopsis of the work performed during the Post Application Period in each project category (except where the service rendered was *de minimis*) is provided in separate paragraphs below. Detailed descriptions of the services rendered in each project category are set forth in the invoices attached hereto as Exhibit 4.

16. Case Administration

a. This project category is for services relating to case administration.

b. During the Post Application Period, the following C&M professionals and paraprofessional provided services to the Debtors' estates in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Stella Leung (SL)	Paralegal	\$240.00	2.0	\$480.00
TOTAL HOURS:			2.0	\$480.00

c. During the Post Application Period, C&M committed time to case administration matters typical of the time necessarily expended in any Chapter 11 case. In particular, a C&M paraprofessional devoted time during the Post Application Period to (i) retrieving and reviewing various pleadings from the Court's docket, and (ii) updating files.

17. Claims Administration

a. This project category is for time spent for services related to addressing claims issues in the Debtors' cases.

b. During the Post Application Period, the following C&M professional provided services to the Debtors' estates in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	1.0	\$710.00
Stella Leung (SL)	Paralegal	\$240.00	.4	\$96.00
TOTAL HOURS:			1.4	\$806.00

c. During the Post Application Period, C&M worked on various claim related issues, including, but not limited to the following:

- (i) communicating with counsel to WestLB, the committee and co-counsel regarding administrative claims and work on issues regarding same;

- (ii) communicating with counsel to the Committee regarding changing elections by the holders of Class 4 unsecured claims; and
- (iii) communicating with each other regarding claims issues raised by WestLB in connection with payment of priority claims.

18. BayNorth Litigation

a. This project category is for services relating to the Debtors' adversary proceeding commenced by the Debtors against BayNorth Realty Fund VI, LP ("BayNorth").

b. During the Post Application Period, the following C&M professionals and paraprofessionals logged time in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	1.4	\$994.00
Bruce Zabarauskas (BZ)	Counsel	\$560.00	30.1	\$16,856.00
Stella Leung (SL)	Paralegal	\$240.00	.2	\$48.00
TOTAL HOURS:			31.7	\$17,898.00

c. During the Post Application Period, C&M devoted time relating to the adversary proceeding (the "BayNorth Adversary Proceeding") commenced on September 15, 2009, by the Debtors against BayNorth, including, but not limited to, the following:

- (i) reviewing and analyze documents produced by the parties and related issues;
- (ii) communicating with each other and the Debtors regarding, among other things, (a) status, (b) update on BayNorth and Wickline adversary proceedings; and (c) upcoming conference with WestLB's counsel regarding litigation;

- (iii) preparing for meeting with WestLB's counsel regarding analysis of the litigation;
- (iv) reviewing correspondence from BayNorth's counsel regarding scheduling order and revising the Court's scheduling order;
- (v) reviewing motion to amend scheduling order; and
- (vi) communicating with WestLB's counsel regarding status and update on BayNorth and Wickline adversary proceedings.

19. Reorganization Plan/Disclosure Statement

a. This project category is for services relating to the confirmation of Partner's joint plan of reorganization with WestLB.

b. During the Post Application Period, the following C&M professionals provided services to the Debtors' estates in this category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	710.00	4.9	\$3,479.00
Steven Eichel (SE)	Counsel	\$560.00	4.0	\$2,240.00
TOTAL HOURS:			8.9	\$5,719.00

c. On June 16, 2010, Partners filed a joint plan of reorganization with its secured lender WestLB. By order dated July 2, 2010, this Court confirmed the joint plan of reorganization. During the post-confirmation pre-closing period, C&M rendered certain services to aid in the transition of the transfer of the Partners' property to WestLB's affiliate, Heber Avenue LLC. As part of this process and in order to ensure a smooth transition in the ownership of Partners, C&M attorneys:

- (i) communicated with WestLB's counsel regarding payment of appraiser, retention of

Gemstone and coordination of pre-closing issues;

- (ii) communicated with each other, co-counsel, management of Partners and WestLB regarding employees accrued vacation time, personal days, and Shoaf's employment agreement in connection with turnover of business;
- (iii) communicated with WestLB regarding various closing issues, and drafted email to WestLB's counsel summarizing same; and
- (iv) communicated with co-counsel regarding outstanding issues.

20. Retention/Fee Matters

a. This project category is for services relating to retention of professionals and other fee related matters.

b. During the Post Application Period, the following C&M professionals and paraprofessionals provided services to the Debtors' estates.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	5.3	\$3,763.00
Steven Eichel (SE)	Counsel	\$560.00	24.5	\$13,720.00
Stella Leung (SL)	Paralegal	\$240.00	17.6	\$4,224.00
TOTAL HOURS:			47.4	\$21,707.00

c. During the Post Application Period, C&M committed time to retention and fee matters. In particular, C&M professionals devoted time to the following:

- (i) reviewing and revising its final fee application and analyze related issues;
- (ii) communicating with each other regarding final fee application; and
- (iii) drafting supplement to final fee application.

21. Corporate Issues

a. This project category is for services related to corporate issues.

b. During the Post Application Period, the following C&M

professional provided services to the Debtors' estates in this project category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	.5	\$355.00
TOTAL HOURS:			.5	\$355.00

c. During the Post Application Period, C&M professionals, among

other things, (i) communicated with WestLB's counsel regarding a letter to the Utah

Department of Alcoholic Beverage Control ("UDABC") concerning licenses, (ii) reviewed

letters to the UDABC, and (iii) communicated with William Shoaf regarding same.

C. Reimbursement of Expenses

22. Prior to the Post Application Period, C&M incurred various expenses in

connection with its representation of Partners. Some of these invoices for the expenses were not received by C&M until recently. These recently received invoices relate to copying charges of the voluminous documents produced and deposition transcripts in the BayNorth Litigation in the aggregate amount of \$4,193.66.

23. In addition, during the Post Application Period, C&M incurred actual and

necessary expenses in the total amount of \$112.47 in connection with the professional services rendered to the Debtors' estates. Thus, the total amount of additional expenses sought are

\$4,306.13. A summary showing the break-down of total expenses by type of expense is set forth on Exhibit 2.

24. Specifically, inside copy charges are \$.20 per page. Outside copy charges are for the actual amount charged to C&M by outside services. Computerized legal research is billed to clients at the actual amount charged to C&M for such services. C&M keeps in its files appropriate detail, including receipts, invoices, reimbursement vouchers, and other supporting information concerning the expenses incurred in this representation, and that information is available for review upon request.

25. The expenses incurred by C&M for which reimbursement is sought are consistent with the U.S. Trustee Guidelines and the rules and orders applicable in this case.

26. C&M seeks to have its fees and expenses allowed in the full amount set forth in this Supplement.

27. C&M has used its billing discretion and has, where appropriate, voluntarily reduced its fees and expenses consistent with the U.S. Trustee Guidelines and the prior practice of this Court.

WHEREFORE, C&M requests:

1. That compensation and reimbursement incurred during the Post Application Period be allowed and awarded to C&M in the total amount of \$51,271.13, which includes \$46,965.00 for professional services rendered and \$4,306.13 for expenses incurred;

2. That compensation and reimbursement incurred during the Third Application Period be allowed and awarded to C&M in the total amount of \$355,379.22, which includes \$339,660.00 for professional services rendered \$15,719.22 for expenses incurred;

3. That final compensation and reimbursement of expenses for the Entire Case Period be allowed to C&M in the amount of \$1,510,527.50 and \$68,282.24, respectively, for a total amount of \$1,578,809.74;

4. That such amounts be allowed as priority administrative expenses of the estate in Chapter 11 pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2); and

5. That Partners, the Reorganized Debtor and WestLB or its affiliate, which is the Plan Funder, be authorized and required, pursuant to 11 U.S.C. §§ 330 and 331, to pay such further allowed amounts as set forth herein.

DATED: New York, New York
July 30, 2010

CROWELL & MORING LLP

By: /s/ Michael V. Blumenthal

Michael V. Blumenthal (mblumenthal@crowell.com)

(admitted pro hac vice)

Steven B. Eichel (seichel@crowell.com)

(admitted pro hac vice)

590 Madison Avenue, 20th Floor

New York, NY 10022

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Facsimile: (212) 223-4134

Counsel for Debtors and Debtors in Possession

EXHIBIT 1

Kenneth L. Cannon II (kcannon@djplaw.com) (3705)
Steven J. McCardell (smccardell@djplaw.com) (2144)
DURHAM JONES & PINEGAR, P.C.
111 East Broadway, Suite 900
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New York, NY 10022
Telephone: (212) 223-4000/Fax: (212) 223-4134

Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors	)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	

SUMMARY REQUIRED BY UNITED STATES TRUSTEE GUIDELINES

Fees Previously Requested:	\$1,473,562.50 ⁶	NAME OF APPLICANT:
Fees Previously Paid:	\$781,794.69 ⁷	Crowell & Moring LLP
Expenses Previously Requested:	\$64,076.11 ⁸	ROLE IN THE CASE:
Expenses Previously Paid:	\$48,857.29 ⁹	Counsel for Debtor in Possession

⁶ This includes the \$10,000 in estimated fees.

⁷ Of this amount, \$76,068 was paid to C&M by a third party.

⁸ This includes the \$100 of estimated expenses.

⁹ Of this amount, \$6,097.84 was paid to C&M by a third party.

Retainer Paid:

\$0¹⁰ CURRENT APPLICATION: SUPPLEMENT

Fees Requested –Supplement	<u>\$46,965.00</u>
Expenses Requested - Supplement	<u>\$4,306.13</u>
Final Fees Requested	<u>\$1,510,527.50</u>
Final Expenses Requested	<u>\$68,282.24</u>

NAME OF PROFESSIONAL/ PARALEGAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARTNERS</u>				
Michael V. Blumenthal	1981	13.1	\$710.00	\$9,301.00
Steven Eichel	1989	28.5	\$560.00	\$15,960.00
Bruce J. Zabarauskas	1988	30.1	\$560.00	\$16,856.00
<u>PARAPROFESSIONALS</u>				
Stella Leung	N/A	20.2	\$240.00	\$4,848.00
TOTAL				\$46,965.00

¹⁰ No retainer was paid to C&M during the Third Application Period.

EXHIBIT 2

DISBURSEMENTS
(7/10/2010-7/29/2010)

In House Duplicating	\$28.00
Outside Duplicating	\$2,229.66
Long Distance Telephone	\$16.57
Transcripts – Deposition	\$1,964.00
Miscellaneous	\$67.90
TOTAL	\$4,306.13

EXHIBIT 3

Michael V. Blumenthal is a bankruptcy partner at Crowell & Moring LLP and is a member of C&M's Financial Service Group. In corporate reorganization and bankruptcy areas, he has represented various parties, including, but not limited to, debtors, secured and unsecured creditors, creditors' committee and landlords. He has extensive experience negotiating and litigating the issues pertinent to financially troubled corporations, portfolios, and assets, and is routinely involved in restructurings, divestitures, and acquisitions, and serving the needs of financial institutions, indenture trustees, investors, and official creditors' committees.

In the course of his career, Mr. Blumenthal has provided legal representation in a number of complex cases and transactions on behalf of institutions and publicly traded companies throughout the United States. Among Mr. Blumenthal's more noteworthy engagements are those involving Sharon Steel, Frontier Airlines, Scott Cable, Caldor, K-Mart, and Adelphia, where he represented clients such as General Electric Capital Corporation, NBC/Universal, R. D. Management Group, and Victor Posner.

Mr. Blumenthal also has extensive experience in real estate finance, representing institutions such as General Electric Capital Corporation and an array of real estate entrepreneurs.

Steven B. Eichel is a counsel in the New York office of Crowell & Moring LLP. With broad experience as a corporate restructuring attorney representing large corporate debtors in bankruptcy cases, Mr. Eichel is a member of the bankruptcy and restructuring team within C&M's Financial Services Group. Mr. Eichel concentrates his practice on a broad range of bankruptcy matters, including bankruptcy litigation and the acquisition of assets in bankruptcy cases. He has extensive experience representing large chapter 11 debtors, financial institutions, lenders, unsecured creditors, and liquidating trustees on a variety of insolvency-related matters across diverse sectors, such as chemicals, supermarkets, waste management, manufacturing and retail.

Bruce Zabarauskas is a counsel in Crowell & Moring's New York office. Mr. Zabarauskas is a member of the firm's Financial Services Group, and regularly represents clients in the financial services industry. Bruce's litigation experience in this area ranges from the representation of institutional clients in commercial real estate foreclosure actions to the representation of debtors and creditors in Chapter 11 bankruptcy proceedings. He also has substantial experience litigating corporate breach of fiduciary issues at both the trial and appellate court levels. Bruce is the author of numerous articles on federal bankruptcy law and has been retained as an expert witness in connection with a multitude of bankruptcy related issues.

Stella Leung, born New York City, Education: St. John's University (B.S. Legal Assistant). Ms Leung has been a paralegal since 1994.

EXHIBIT 4



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001
Invoice: 1334569

Statement of Account

RE: General Advice

Professional Services Rendered Through July 29, 2010	\$0.00
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Other Services and Expenses	<u>4,303.51</u>
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Total Due this Invoice	<u><u>\$4,303.51</u></u>
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Statement Number: 1334569
Page #: 2

Professional Services:

Total Professional Services 0.00 \$0.00

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Inhouse Duplicating	28.00
Outside Duplicating	2,229.66
Transcripts-Deposition	1,964.00
Long Distance Telephone	13.95
Miscellaneous	67.90
Transcripts-Deposition	0.00
Total Other Services & Expenses	<u>\$4,303.51</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003
Invoice: 1334570

Statement of Account

RE: Case Administration

Professional Services Rendered Through July 29, 2010	\$480.00
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Other Services and Expenses	<u>0.00</u>
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Total Due this Invoice	<u>\$480.00</u>
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Statement Number: 1334570
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/15/10	S L	Numerous review of docket sheet for filings of application, e-mails to and from M. Blumenthal and S. Eichel regarding same (.40)	0.40	96.00
07/20/10	S L	Updated files regarding pdf to filesite.	0.80	192.00
07/28/10	S L	Updated files to file room.	0.80	192.00
Total Professional Services			<u>2.00</u>	<u>\$480.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Stella Leung	240.00	2.00	480.00
Total Professional Services		<u>2.00</u>	<u>\$480.00</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding LLC; Easy Street Mezzanine LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Matter: 105773.0000004
Invoice: 1334571

Statement of Account

RE: Claims Administration

Professional Services Rendered Through July 29, 2010	\$806.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u>\$806.00</u>

Statement Number: 1334571
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/12/10	MVB	Review C. Craige email to BDRC (.1); telephone call with R. Havel re: payment of appraiser, Gemstone and coordination of pre-closing issues and Bay North issues (.2).	0.30	213.00
07/13/10	MVB	Email L. Jenkins re: changing elections by Class 4 creditors (.1); conference call with R. Havel, L. Jenkins, K. Cannon and C. Craige re: administrative claims and followup re: same (.6).	0.70	497.00
07/28/10	S L	Office conference with S. Eichel regarding priority claims and related (.20); retrieve related claims for S. Eichel (.20).	0.40	96.00
Total Professional Services			<u>1.40</u>	<u>\$806.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.00	710.00
Stella Leung	240.00	0.40	96.00
Total Professional Services		<u>1.40</u>	<u>\$806.00</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
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Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000009
Invoice: 1334573

Statement of Account

RE: Bay North Litigation

Professional Services Rendered Through July 29, 2010	\$17,898.00
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Other Services and Expenses	<u>0.00</u>
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Total Due this Invoice	<u>\$17,898.00</u>
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Statement Number: 1334573
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/12/10	B Z	Review documents produced by parties (1.7); prepare for meeting with WestLB re: litigation (2.0); review email from A. Fioto re: changes to scheduling order and make corresponding changes (.3).	4.00	2,240.00
07/13/10	B Z	Prepare for meeting with WestLB Counsel (2.7); discussion with M. Blumenthal re: same (.4); conference call with M. Blumenthal and J. Hutchinson re: status of matter (1.2); review revisions to scheduling order (.1); review produced documents (.7)	5.10	2,856.00
07/13/10	MVB	Conference call with B. Zabarauskas and John Hutchinson re: status and update on Bay North and Wickline adversary proceedings.	1.20	852.00
07/14/10	B Z	Review motion to amend scheduling order (.2); review documents produced in adversary proceeding (4.5); check docket re: confidentiality order (.1)	4.80	2,688.00
07/15/10	B Z	Review and analysis of documents produced in discovery.	3.90	2,184.00
07/22/10	B Z	Document review re: \$5,600,000 transfer	5.90	3,304.00
07/26/10	B Z	Review and analysis of documents relating to \$5,600,000 transfer (5.4); discussion with M. Blumenthal re: same (.3)	5.70	3,192.00
07/27/10	B Z	Discussion with M. Blumenthal re: strategy in BayNorth litigation (.1); review and analysis of documents re: same (.6)	0.70	392.00
07/28/10	MVB	Office conference w/B. Zabarauskas re: documents for Sidley to review.	0.20	142.00
07/29/10	S L	Retrieve copies of complaint and related to Michael V. Blumenthal.	0.20	48.00
Total Professional Services			<u>31.70</u>	<u>\$17,898.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.40	994.00
Bruce Zabarauskas	560.00	30.10	16,856.00
Stella Leung	240.00	0.20	48.00

Statement Number: 1334573
Page #: 3

Total Professional Services	<u>31.70</u>	<u>\$17,898.00</u>
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590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holdihng, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012
Invoice: 1334574

Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through July 29, 2010	\$5,719.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$5,719.00</u></u>

Statement Number: 1334574
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/21/10	S E	Review email from W. Shoaf re employment agreement (.1); tel conf with M. Blumenthal re Shoaf employment agreement (.2).	0.30	168.00
07/23/10	S E	Tel conf with W. Shoaf and K. Cannon re payment of Partners' employees accrued vacation in connection with turnover of business (.3); tel conf with M. Blumenthal re accrued vacation and personal days issue (.1); tel conf with C. Craige re accrued vacation days and personal days issue (.1)	0.50	280.00
07/26/10	S E	Tel conf with W. Shoaf and M. Blumenthal re closing (.3); tel conf with M. Blumenthal and B. Ellis re closing (.1); tel conf with M. Blumenthal and Team Sidley (R. Havel, B. Ellis and others) re outstanding issues (.9); conf with M. Blumenthal re confirmatory email to R. Havel (and others) re obligations of WestLB and Heber Avenue LLC (.1); draft, review, and revise email to R. Havel summarizing obligations (1.2); subsequent conf with M. Blumenthal re email to R. Havel (.1); tel conf with K. Cannon re status of outstanding issues (.2).	2.90	1,624.00
07/26/10	MVB	Review emails from B. Shoaf re: closing issues (.3) and telephone call w/B. Shoaf re: same (.4); telephone call w/B. Ellis re: same (.1); conference call w/Sidley team re: closing issues (.9); review and revise email to Havel re: same (.6); review Havel's response (.2); telephone call w/K. Cannon re: foregoing and status (.2).	2.70	1,917.00
07/27/10	MVB	Several telephone calls w/B. Shoaf re: issues concerning and coordination of closing (.6); emails to Sidley re: same (.3); telephone call w/K. Cannon re: issues concerning closeout of case (.2); review certain closing documents (.6).	1.70	1,207.00
07/28/10	S E	Work on issues re amount of priority claims in response to inquiry re these claims (.2); draft email to C. Craige re priority claims (.1)	0.30	168.00
07/28/10	MVB	Telephone calls w/B. Shoaf (.3) and R. Havel (.2) re: closing issues.	0.50	355.00
Total Professional Services			<u>8.90</u>	<u>\$5,719.00</u>

Statement Number: 1334574
Page #: 3

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	4.90	3,479.00
Steven Eichel	560.00	4.00	2,240.00
Total Professional Services		<u>8.90</u>	<u>\$5,719.00</u>



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Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014
Invoice: 1334575

Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through July 29, 2010	\$21,707.00
Other Services and Expenses	<u>2.62</u>
Total Due this Invoice	<u>\$21,709.62</u>

Statement Number: 1334575
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/12/10	S E	Draft, review and revise fee application and analyze fee application related issues (6.4); tel conf with M. Blumenthal and K. Cannon re fee application and fee hearing (.1)	6.50	3,640.00
07/12/10	MVB	Review and revise final fee application (.5) and office conferences with S. Eichel and S. Leung re: same (.3).	0.80	568.00
07/12/10	S L	Prepare July time for the final fee application (1.80), revisions to final fee application regarding same (.70), office conferences with Michael V. Blumenthal and Steve Eichel regarding same(.30), updated final fee application to include July time and finalized exhibits (1.80).	4.60	1,104.00
07/13/10	S E	Review and revise fee application (3.2); conf with S. Leung re revisions to fee application (.1); confs with B. Blumenthal re fee application (.8); work on fee application issues, including issues reconciling C&M's calculations with WestLB's calculations (.8)	4.90	2,744.00
07/13/10	MVB	Review, revise and finalize fee application (.8); office conference with S. Eichel and S. Leung re: same (.3).	1.10	781.00
07/13/10	S L	Meetings with S. Eichel regarding finalizing Fee application (.70); Revisions to exhibits per new time entries for final fee application (1.60); revisions to fee application (.90); draft Certificate of service for S. Eichel regarding same (.5).	3.70	888.00
07/14/10	S E	Conf with M. Blumenthal re fee application and related issues (.4); work on fee application issues (1.2); review, revise and finalize fee application (1.4); draft email to K. Cannon re fee application (.1)	3.10	1,736.00
07/14/10	MVB	Finalize final Fee Application (.5); office conference w/S. Leung and S. Eichel re: same (.3).	0.80	568.00
07/14/10	S L	Reviewed disbursement chart with S. Eichel and S. Barth (.50), Final revisions to final Fee application and final revisions to exhibits (2.10).	2.60	624.00
07/15/10	S L	Office conference with Michael V. Blumenthal and S. Eichel regarding filings of Final Fee Application (.20), Reviewed docket sheet and e-mail and telephone call to K. Hughes regarding same (.40).	0.60	144.00
07/16/10	S E	Tel conf with C. Craig re fee application	0.10	56.00
07/20/10	S E	Work on issues re application of fees, which impacts supplement to fee application (.3); review correspondence re application of fees (.1)	0.40	224.00

Statement Number: 1334575
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/20/10	S L	Office conferences with S. Eichel and S. Barth regarding payment to Easy Street, reviewed fees and expenses for month of April and pro-rata same regarding payment, email to and from accounting regarding same.	1.00	240.00
07/22/10	S L	Reviewed expenses for the month of July per S. Eichel.	0.20	48.00
07/23/10	S L	Draft exhibits to supplemental fee application.	0.70	168.00
07/26/10	S E	Analyze payment summary prepared by WestLB's counsel in connection with preparing fee application summary (.2); commence preparing supplement to fee application (1.2); conf with M. Blumenthal re supplement to fee application (.1)	1.50	840.00
07/27/10	S E	Work on gathering information for fee application (.1); draft, review and revise supplement to final fee application (2.4)	2.50	1,400.00
07/27/10	MVB	Office conference w/S. Eichel re: supplement to final fee application of Crowell.	0.40	284.00
07/27/10	S L	Office conferences with Bruce J. Zabarauskas and Steven Eichel regarding deposition disbursements, meeting with S. Barth regarding same.	0.30	72.00
07/28/10	S E	Work on issues re fee application supplement (.3); review and revise supplement to fee application (2.6); tel conf with S. Leung re supplement to fee application (.1); tel conf with K. Cannon re requirements for supplement to fee application (.1); confs with M. Blumenthal re fee application (.1); draft email to M. Blumenthal re fee application supplement (.1)	3.30	1,848.00
07/28/10	MVB	Review and revise supplement (.4); office conference w/S. Eichel re: same (.2).	0.60	426.00
07/28/10	S L	Office conferences with S. Eichel and Michael V. Blumenthal regarding payment to Easy Street (.30), reviewed fees and expenses for month of May and pro-rata same regarding payment (.80), finalized and email to and from accounting regarding same (.40).	1.50	360.00
07/28/10	S L	Revisions to Supplemental final fee application with S. Eichel.	0.40	96.00
07/29/10	S E	Review and revise supplement to fee application (1.6); tel confs with S. Leung re supplement to fee application (.2); conf with M. Blumenthal re supplement to fee application (.4)	2.20	1,232.00
07/29/10	MVB	Review and revise supplement to final fee application (1.2); conf with S. Eichel and S. Leung re same (.4)	1.60	1,136.00
07/29/10	S L	Finalizing Supplemental to Final Fee Application with M. Blumenthal and S. Eichel.	2.00	480.00
Total Professional Services			47.40	\$21,707.00

Statement Number: 1334575
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Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	5.30	3,763.00
Steven Eichel	560.00	24.50	13,720.00
Stella Leung	240.00	17.60	4,224.00
Total Professional Services		<u>47.40</u>	<u>\$21,707.00</u>

Other Services & Expenses:

Description	Amount
Long Distance Telephone	2.62
Total Other Services & Expenses	<u>\$2.62</u>



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Taxpayer ID # 52-1150358

July 29, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000020
Invoice: 1334576

Statement of Account

RE: Corporate Issues

Professional Services Rendered Through July 29, 2010	\$355.00
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Other Services and Expenses	<u>0.00</u>
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Total Due this Invoice	<u><u>\$355.00</u></u>
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Statement Number: 1334576
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Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/12/10	MVB	Emails and conference call with C. Kleinman and B. Ellis re: comment to letter to UDABC (.2); review letters to UDABC and redrafts (.1); telephone calls with B. Shoaf re: same (.2).	0.50	355.00
Total Professional Services			<u>0.50</u>	<u>\$355.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.50	355.00
Total Professional Services		<u>0.50</u>	<u>\$355.00</u>